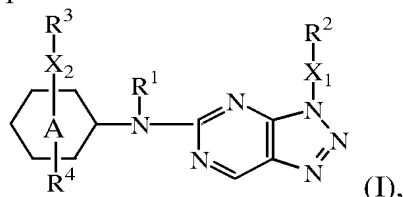


This listing of claims will replace all prior versions, and listings, of claims in the application.

**Listing of Claims:**

1. (Currently amended) A compound of formula



a *N*-oxide, a pharmaceutically acceptable addition salt, a quaternary amine **and or** a stereochemically isomeric form thereof, wherein

ring A is phenyl;

R<sup>1</sup> represents hydrogen; aryl; formyl; C<sub>1-6</sub>alkylcarbonyl; C<sub>1-6</sub>alkyl; C<sub>1-6</sub>alkyloxycarbonyl; C<sub>1-6</sub>alkyl substituted with formyl, C<sub>1-6</sub>alkylcarbonyl, C<sub>1-6</sub>alkyloxycarbonyl, C<sub>1-6</sub>alkylcarbonyloxy; or C<sub>1-6</sub>alkyloxyC<sub>1-6</sub>alkylcarbonyl optionally substituted with C<sub>1-6</sub>alkyloxycarbonyl;

X<sub>1</sub> represents a direct bond; -(CH<sub>2</sub>)<sub>n3</sub>- or -(CH<sub>2</sub>)<sub>n4</sub>-X<sub>1a</sub>-X<sub>1b</sub>-;

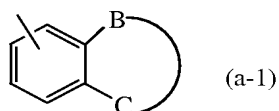
with n<sub>3</sub> representing an integer with value 1, 2, 3 or 4;

with n<sub>4</sub> representing an integer with value 1 or 2;

with X<sub>1a</sub> representing O, C(=O) or NR<sup>5</sup>; and

with X<sub>1b</sub> representing a direct bond or C<sub>1-2</sub>alkyl;

R<sup>2</sup> represents C<sub>3-7</sub>cycloalkyl; phenyl; a 4, 5, 6- or 7-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N; benzoxazolyl or a radical of formula



wherein -B-C- represents a bivalent radical of formula

-CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>- (b-1);

-CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>- (b-2);

-X<sub>3</sub>-CH<sub>2</sub>-CH<sub>2</sub>-(CH<sub>2</sub>)<sub>n</sub>- (b-3);

-X<sub>3</sub>-CH<sub>2</sub>-(CH<sub>2</sub>)<sub>n</sub>-X<sub>3</sub>- (b-4);

-X<sub>3</sub>-(CH<sub>2</sub>)<sub>n</sub>-CH=CH- (b-5);

-CH=N-X<sub>3</sub>- (b-6);

with X<sub>3</sub> representing O or NR<sup>5</sup>;

n representing an integer with value 0, 1, 2 or 3;

$n'$  representing an integer with value 0 or 1;

wherein said  $R^2$  substituent, where possible, may optionally be substituted with at least one substituent selected from halo; hydroxy;  $C_{1-6}$ alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkyloxy $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,  $C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,  $-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ ;  $C_{2-6}$ alkenyl or  $C_{2-6}$ alkynyl, each optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,  $C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,  $-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ ; polyhalo- $C_{1-6}$ alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkyloxy $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,  $C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,  $-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ ;  $C_{1-6}$ alkyloxy optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,  $C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,  $-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ ; polyhalo $C_{1-6}$ alkyloxy optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkyloxy $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,  $C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,  $-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ ;  $C_{1-6}$ alkylthio; polyhalo $C_{1-6}$ alkylthio;  $C_{1-6}$ alkyloxycarbonyl;  $C_{1-6}$ alkylcarbonyloxy;  $C_{1-6}$ alkylcarbonyl; polyhalo $C_{1-6}$ alkylcarbonyl; cyano; carboxyl; aryloxy; arylthio; arylcarbonyl; aryl $C_{1-4}$ alkyl; aryl $C_{1-4}$ alkyloxy;  $NR^6R^7$ ;  $C(=O)NR^6R^7$ ;  $-NR^5-C(=O)-NR^6R^7$ ;  $-NR^5-C(=O)-R^5$ ;  $-S(=O)_{n1}-R^8$ ;  $-NR^5-S(=O)_{n1}-R^8$ ;  $-S-CN$ ;  $-NR^5-CN$ ; oxazolyl optionally substituted with  $C_{1-4}$ alkyl; imidazolyl optionally substituted

with  $C_{1-4}$ alkyl; or

$$-(CH_2)_{n2}-X_4-(CH_2)_{n2}-N \begin{array}{c} \diagup \quad \diagdown \\ \diagdown \quad \diagup \end{array} X_5$$

with  $n_2$  representing an integer with value 0, 1, 2, 3 or 4;

with  $X_4$  representing O,  $NR^5$  or a direct bond;

with  $X_5$  representing O,  $CH_2$ ,  $CHOH$ ,  $CH-N(R_5)_2$ ,  $NR^5$  or  $N-C(=O)-C_{1-4}$ alkyl;

$X_2$  represents a direct bond;  $-NR^1$ ;  $-NR^1-(CH_2)_{n3}$ ;  $-O$ ;  $-O-(CH_2)_{n3}$ ;  $-C(=O)$ ;

$-C(=O)-(CH_2)_{n3}$ ;  $-C(=O)-NR^5-(CH_2)_{n3}$ ;  $-C(=S)$ ;  $-S$ ;  $-S(=O)_{n1}$ ;  $-(CH_2)_{n3}$ ;

$-(\text{CH}_2)_{n4}-\text{X}_{1a}-\text{X}_{1b}-; -\text{X}_{1a}-\text{X}_{1b}-(\text{CH}_2)_{n4}-; -\text{S}(=\text{O})_{n1}-\text{NR}^5-(\text{CH}_2)_{n3}-\text{NR}^5-; \text{ or } -\text{S}(=\text{O})_{n1}-\text{NR}^5-(\text{CH}_2)_{n3}-;$

$\text{R}^3$  represents a 5-or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, or a 9-or 10-membered bicyclic heterocycle containing at least one heteroatom selected from O, S or N, wherein said  $\text{R}^3$  substituent, where possible, may optionally be substituted with at least one substituent selected from halo; hydroxy;  $\text{C}_{1-6}$ alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $\text{C}_{1-4}$ alkyloxy,  $\text{C}_{1-4}$ alkyloxy $\text{C}_{1-4}$ alkyloxy,  $\text{C}_{1-4}$ alkylcarbonyl,  $\text{C}_{1-4}$ alkyloxycarbonyl,  $\text{C}_{1-4}$ alkylcarbonyloxy,  $\text{NR}^6\text{R}^7$ ,  $-\text{C}(=\text{O})-\text{NR}^6\text{R}^7$ ,  $-\text{NR}^5-\text{C}(=\text{O})-\text{NR}^6\text{R}^7$ ,  $-\text{S}(=\text{O})_{n1}-\text{R}^8$  or  $-\text{NR}^5-\text{S}(=\text{O})_{n1}-\text{R}^8$ ;  $\text{C}_{2-6}$ alkenyl or  $\text{C}_{2-6}$ alkynyl, each optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $\text{C}_{1-4}$ alkyloxy,  $\text{C}_{1-4}$ alkylcarbonyl,  $\text{C}_{1-4}$ alkyloxycarbonyl,  $\text{C}_{1-4}$ alkylcarbonyloxy,  $\text{NR}^6\text{R}^7$ ,  $-\text{C}(=\text{O})-\text{NR}^6\text{R}^7$ ,  $-\text{NR}^5-\text{C}(=\text{O})-\text{NR}^6\text{R}^7$ ,  $-\text{S}(=\text{O})_{n1}-\text{R}^8$  or  $-\text{NR}^5-\text{S}(=\text{O})_{n1}-\text{R}^8$ ; polyhalo $\text{C}_{1-6}$ alkyl;  $\text{C}_{1-6}$ alkyloxy optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $\text{C}_{1-4}$ alkyloxy,  $\text{C}_{1-4}$ alkylcarbonyl,  $\text{C}_{1-4}$ alkyloxycarbonyl,  $\text{C}_{1-4}$ alkylcarbonyloxy,  $\text{NR}^6\text{R}^7$ ,  $-\text{C}(=\text{O})-\text{NR}^6\text{R}^7$ ,  $-\text{NR}^5-\text{C}(=\text{O})-\text{NR}^6\text{R}^7$ ,  $-\text{S}(=\text{O})_{n1}-\text{R}^8$  or  $-\text{NR}^5-\text{S}(=\text{O})_{n1}-\text{R}^8$ ; polyhalo $\text{C}_{1-6}$ alkylthio; polyhalo $\text{C}_{1-6}$ alkylthio;  $\text{C}_{1-6}$ alkyloxycarbonyl;  $\text{C}_{1-6}$ alkylcarbonyloxy;  $\text{C}_{1-6}$ alkylcarbonyl; polyhalo $\text{C}_{1-6}$ alkylcarbonyl; cyano; carboxyl;  $\text{NR}^6\text{R}^7$ ;  $\text{C}(=\text{O})\text{NR}^6\text{R}^7$ ;  $-\text{NR}^5-\text{C}(=\text{O})-\text{NR}^6\text{R}^7$ ;  $-\text{NR}^5-\text{C}(=\text{O})-\text{R}^5$ ;  $-\text{S}(=\text{O})_{n1}-\text{R}^8$ ;  $-\text{NR}^5-\text{S}(=\text{O})_{n1}-\text{R}^8$ ;  $-\text{S}-\text{CN}$ ;

$-\text{NR}^5-\text{CN}$ ; or  $-(\text{CH}_2)_{n2}-\text{X}_4-(\text{CH}_2)_{n2}-\text{N} \begin{array}{c} \diagup \quad \diagdown \\ \text{ } \quad \text{ } \\ \diagdown \quad \diagup \\ \text{ } \quad \text{ } \end{array} \text{X}_5$ ; and in case  $\text{R}^3$  represents a saturated or a partially saturated 5-or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, said  $\text{R}^3$  may also be substituted with at least one oxo;

$\text{R}^4$  represents hydrogen; halo; hydroxy;  $\text{C}_{1-4}$ alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $\text{C}_{1-4}$ alkyloxy,  $\text{C}_{1-4}$ alkylcarbonyl,  $\text{C}_{1-4}$ alkyloxycarbonyl,  $\text{C}_{1-4}$ alkylcarbonyloxy,  $\text{NR}^9\text{R}^{10}$ ,  $-\text{C}(=\text{O})-\text{NR}^9\text{R}^{10}$ ,  $-\text{NR}^5-\text{C}(=\text{O})-\text{NR}^9\text{R}^{10}$ ,  $-\text{S}(=\text{O})_{n1}-\text{R}^{11}$  or  $-\text{NR}^5-\text{S}(=\text{O})_{n1}-\text{R}^{11}$ ;  $\text{C}_{2-4}$ alkenyl or  $\text{C}_{2-4}$ alkynyl, each optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $\text{C}_{1-4}$ alkyloxy,  $\text{C}_{1-4}$ alkylcarbonyl,  $\text{C}_{1-4}$ alkyloxycarbonyl,  $\text{C}_{1-4}$ alkylcarbonyloxy,  $\text{NR}^9\text{R}^{10}$ ,  $-\text{C}(=\text{O})-\text{NR}^9\text{R}^{10}$ ,  $-\text{NR}^5-\text{C}(=\text{O})-\text{NR}^9\text{R}^{10}$ ,  $-\text{S}(=\text{O})_{n1}-\text{R}^{11}$  or  $-\text{NR}^5-\text{S}(=\text{O})_{n1}-\text{R}^{11}$ ; polyhalo $\text{C}_{1-3}$ alkyl;  $\text{C}_{1-4}$ alkyloxy optionally substituted with carboxyl; polyhalo $\text{C}_{1-3}$ alkylthio;  $\text{C}_{1-4}$ alkylthio; polyhalo $\text{C}_{1-3}$ alkylthio;

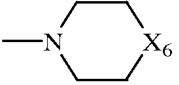
C<sub>1-4</sub>alkyloxycarbonyl; C<sub>1-4</sub>alkylcarbonyloxy; C<sub>1-4</sub>alkylcarbonyl;  
 polyhaloC<sub>1-4</sub>alkylcarbonyl; nitro; cyano; carboxyl; NR<sup>9</sup>R<sup>10</sup>; C(=O)NR<sup>9</sup>R<sup>10</sup>;  
 -NR<sup>5</sup>-C(=O)-NR<sup>9</sup>R<sup>10</sup>; -NR<sup>5</sup>-C(=O)-R<sup>5</sup>; -S(=O)<sub>n1</sub>-R<sup>11</sup>; -NR<sup>5</sup>-S(=O)<sub>n1</sub>-R<sup>11</sup>; -S-CN; or  
 -NR<sup>5</sup>-CN;

R<sup>5</sup> represents hydrogen, C<sub>1-4</sub>alkyl or C<sub>2-4</sub>alkenyl;

R<sup>6</sup> and R<sup>7</sup> each independently represent hydrogen; cyano; C<sub>1-6</sub>alkylcarbonyl optionally substituted with C<sub>1-4</sub>alkyloxy or carboxyl; C<sub>1-6</sub>alkyloxycarbonyl;

C<sub>3-7</sub>cycloalkylcarbonyl; adamantanylcabonyl; C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl;

C<sub>1-4</sub>alkyl substituted with C<sub>1-4</sub>alkyl-NR<sup>5</sup>-; C<sub>1-6</sub>alkyl optionally substituted with at least one substituent selected from halo, hydroxy, cyano, carboxyl, C<sub>1-4</sub>alkyloxy, polyhaloC<sub>1-4</sub>alkyl,

C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyloxy, NR<sup>6a</sup>R<sup>7a</sup>, C(=O)NR<sup>6a</sup>R<sup>7a</sup> or ; with X<sub>6</sub> representing O, CH<sub>2</sub>, CHOH, CH-N(R<sub>5</sub>)<sub>2</sub>, NR<sup>5</sup> or

N-C(=O)-C<sub>1-4</sub>alkyl;

R<sup>6a</sup> and R<sup>7a</sup> each independently represent hydrogen; C<sub>1-4</sub>alkyl or C<sub>1-4</sub>alkylcarbonyl;

R<sup>8</sup> represents C<sub>1-4</sub>alkyl optionally substituted with hydroxy; polyhaloC<sub>1-4</sub>alkyl or NR<sup>6</sup>R<sup>7</sup>;

R<sup>9</sup> and R<sup>10</sup> each independently represent hydrogen; C<sub>1-6</sub>alkyl; cyano; C<sub>1-6</sub>alkylcarbonyl; C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl; or C<sub>1-4</sub>alkyl substituted with C<sub>1-4</sub>alkyl-NR<sup>5</sup>-;

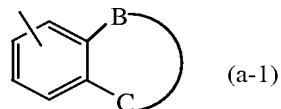
R<sup>11</sup> represents C<sub>1-4</sub>alkyl or NR<sup>9</sup>R<sup>10</sup>;

n<sub>1</sub> represents an integer with value 1 or 2;

aryl represents phenyl or phenyl substituted with at least one substituent selected from halo, C<sub>1-6</sub>alkyl, C<sub>3-7</sub>cycloalkyl, C<sub>1-6</sub>alkyloxy, cyano, nitro, polyhaloC<sub>1-6</sub>alkyl or polyhaloC<sub>1-6</sub>alkyloxy.

2. (Original) A compound according to claim 1 wherein

R<sup>2</sup> represents C<sub>3-7</sub>cycloalkyl; phenyl or a 4, 5, 6- or 7-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N; or a radical of formula



wherein -B-C- represents a bivalent radical of formula

-CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>- (b-1);

-CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>- (b-2);

-X<sub>3</sub>-CH<sub>2</sub>-CH<sub>2</sub>-(CH<sub>2</sub>)<sub>n</sub>- (b-3);

-X<sub>3</sub>-CH<sub>2</sub>-(CH<sub>2</sub>)<sub>n</sub>-X<sub>3</sub>- (b-4);



with  $X_3$  representing O or  $NR^5$ ;

$n$  representing an integer with value 0, 1, 2 or 3;

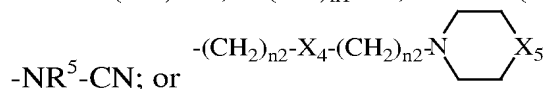
$n'$  representing an integer with value 0 or 1;

wherein said  $R^2$  substituent, where possible, may optionally be substituted with at least one substituent selected from halo; hydroxy;  $C_{1-6}$ alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,  $C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,

$-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ ;  $C_{2-6}$ alkenyl or  $C_{2-6}$ alkynyl, each optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,  $C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,  $-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ ; polyhalo $C_{1-6}$ alkyl;  $C_{1-6}$ alkyloxy optionally substituted with carboxyl; polyhalo $C_{1-6}$ alkyloxy;  $C_{1-6}$ alkylthio; polyhalo $C_{1-6}$ alkylthio;

$C_{1-6}$ alkyloxycarbonyl;  $C_{1-6}$ alkylcarbonyloxy;  $C_{1-6}$ alkylcarbonyl;

polyhalo $C_{1-6}$ alkylcarbonyl; cyano; carboxyl;  $NR^6R^7$ ;  $C(=O)NR^6R^7$ ;  $-NR^5-C(=O)-NR^6R^7$ ;  $-NR^5-C(=O)-R^5$ ;  $-S(=O)_{n1}-R^8$ ;  $-NR^5-S(=O)_{n1}-R^8$ ;  $-S-CN$ ;



with  $n2$  representing an integer with value 0, 1, 2, 3 or 4;

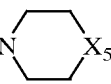
with  $X_4$  representing O,  $NR^5$  or a direct bond;

with  $X_5$  representing O or  $NR^5$ ;

$X_2$  represents a direct bond;  $-NR^1-$ ;  $-O-$ ;  $-C(=O)-$ ;  $-C(=S)-$ ;  $-S-$ ;  $-S(=O)_{n1}-$ ;  $-(CH_2)_{n3}-$ ; or  $-(CH_2)_{n4}-X_{1a}-X_{1b}-$ ;

$R^3$  represents a 5-or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, wherein said  $R^3$  substituent, where possible, may optionally be substituted with at least one substituent selected from halo; hydroxy;  $C_{1-6}$ alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,  $C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,  $-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ ;  $C_{2-6}$ alkenyl or  $C_{2-6}$ alkynyl, each optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,  $C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,  $-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ ; polyhalo $C_{1-6}$ alkyl;  $C_{1-6}$ alkyloxy optionally substituted with carboxyl;

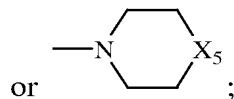
polyhaloC<sub>1-6</sub>alkyloxy; C<sub>1-6</sub>alkylthio; polyhaloC<sub>1-6</sub>alkylthio; C<sub>1-6</sub>alkyloxycarbonyl; C<sub>1-6</sub>alkylcarbonyloxy; C<sub>1-6</sub>alkylcarbonyl; polyhaloC<sub>1-6</sub>alkylcarbonyl; cyano; carboxyl; NR<sup>6</sup>R<sup>7</sup>; C(=O)NR<sup>6</sup>R<sup>7</sup>; -NR<sup>5</sup>-C(=O)-NR<sup>6</sup>R<sup>7</sup>; -NR<sup>5</sup>-C(=O)-R<sup>5</sup>;

-S(=O)<sub>n1</sub>-R<sup>8</sup>; -NR<sup>5</sup>-S(=O)<sub>n1</sub>-R<sup>8</sup>; -S-CN; -NR<sup>5</sup>-CN; or  $-(CH_2)_{n2}-X_4-(CH_2)_{n2}-N$  ; and in case R<sup>3</sup> represents a saturated 5- or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, said R<sup>3</sup> may also be substituted with at least one oxo;

R<sup>5</sup> represents hydrogen or C<sub>1-4</sub>alkyl;

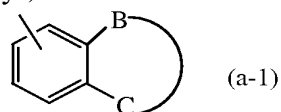
R<sup>6</sup> and R<sup>7</sup> each independently represent hydrogen; cyano; C<sub>1-6</sub>alkylcarbonyl;

C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl; C<sub>1-4</sub>alkyl substituted with C<sub>1-4</sub>alkyl-NR<sup>5</sup>-; C<sub>1-6</sub>alkyl optionally substituted with hydroxy, C<sub>1-4</sub>alkyloxy, C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyloxy, NR<sup>6a</sup>R<sup>7a</sup>, C(=O)NR<sup>6a</sup>R<sup>7a</sup>



R<sup>8</sup> represents C<sub>1-4</sub>alkyl, polyhaloC<sub>1-4</sub>alkyl or NR<sup>6</sup>R<sup>7</sup>.

3. (Previously presented) A compound as claimed in claim 1 wherein R<sup>1</sup> represents hydrogen or C<sub>1-6</sub>alkyl; X<sub>1</sub> represents a direct bond or -(CH<sub>2</sub>)<sub>n3</sub>-; R<sup>2</sup> represents C<sub>3-7</sub>cycloalkyl; phenyl; a 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N; benzoxazolyl; or a radical of formula



wherein -B-C- represents a bivalent radical of formula

-CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>- (b-1);

-X<sub>3</sub>-CH<sub>2</sub>-(CH<sub>2</sub>)<sub>n</sub>-X<sub>3</sub>- (b-4);

-CH=N-X<sub>3</sub>- (b-6);

with X<sub>3</sub> representing O or NR<sup>5</sup>;

n representing an integer with value 1;

wherein said R<sup>2</sup> substituent, where possible, may optionally be substituted with at least one substituent, in particular with 1 or 2 substituents selected from halo; C<sub>1-6</sub>alkyl optionally substituted with at least one substituent selected from hydroxy, cyano,

C<sub>1-4</sub>alkyloxy, C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyloxy, NR<sup>6</sup>R<sup>7</sup> or -C(=O)-NR<sup>6</sup>R<sup>7</sup>; polyhaloC<sub>1-6</sub>alkyl; C<sub>1-6</sub>alkyloxy optionally substituted with C<sub>1-4</sub>alkyloxy; C<sub>1-6</sub>alkylthio; C<sub>1-6</sub>alkyl-

oxycarbonyl; cyano; arylthio; aryloxy; arylcarbonyl;  $\text{NR}^6\text{R}^7$ ;  $\text{C}(=\text{O})\text{NR}^6\text{R}^7$ ;  $-\text{S}(=\text{O})_{\text{n}1}-\text{R}^8$ ; or imidazolyl optionally substituted with  $\text{C}_{1-4}\text{alkyl}$ ;  
 $\text{X}_2$  represents a direct bond;  $-\text{NR}^1-$ ;  $-\text{O}-(\text{CH}_2)_{\text{n}3}-$ ;  $-\text{C}(=\text{O})-$ ;  $-\text{C}(=\text{O})-\text{NR}^5-(\text{CH}_2)_{\text{n}3}-$ ;  $-(\text{CH}_2)_{\text{n}3}-$ ; or  $-\text{S}(=\text{O})_{\text{n}1}-\text{NR}^5-(\text{CH}_2)_{\text{n}3}-\text{NR}^5-$ ;  $\text{R}^3$  represents a 5- or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, wherein said  $\text{R}^3$  substituent, where possible, may optionally be substituted with at least one substituent selected from halo; hydroxy;  $\text{C}_{1-6}\text{alkyl}$ ; or  $\text{NR}^6\text{R}^7$ ; and in case  $\text{R}^3$  represents a saturated or a partially saturated 5- or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, said  $\text{R}^3$  may also be substituted with at least one oxo;  $\text{R}^4$  represents hydrogen; nitro or carboxyl;  $\text{R}^5$  represents hydrogen;  $\text{R}^6$  and  $\text{R}^7$  each independently represent hydrogen; cyano;  
 $\text{C}_{1-6}\text{alkylcarbonyl}$  optionally substituted with  $\text{C}_{1-4}\text{alkyloxy}$ ;  $\text{C}_{1-6}\text{alkyloxycarbonyl}$ ;  $\text{C}_{3-7}\text{cycloalkylcarbonyl}$ ; adamantanylcabonyl; or  $\text{C}_{1-6}\text{alkyl}$ ;  $\text{R}^8$  represents  $\text{NR}^6\text{R}^7$ ;  $\text{n}1$  represents an integer with value 2; aryl represents phenyl.

4. (Previously presented) A compound as claimed in claim 1 wherein  $\text{R}^1$  is hydrogen;  $\text{X}_1$  is a direct bond or  $-(\text{CH}_2)_{\text{n}3}-$ ;  $\text{R}^2$  is indanyl; 2,3-dihydro-1,4-benzodioxanyl; phenyl optionally being substituted with 1 or 2 substituents

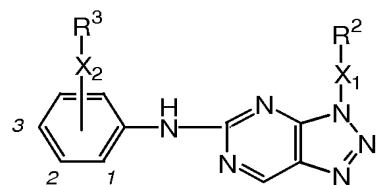
each independently being selected from  $\text{C}_{1-6}\text{alkyl}$  which may optionally be substituted with hydroxy, cyano,  $\text{C}_{1-4}\text{alkyloxy}$ ,  $\text{C}_{1-4}\text{alkyloxyC}_{1-4}\text{alkyloxy}$ ,  $\text{NR}^6\text{R}^7$  or  $\text{C}(=\text{O})\text{NR}^6\text{R}^7$ ;  $\text{C}_{1-6}\text{alkyloxy}$ ; halo; polyhalo $\text{C}_{1-6}\text{alkyl}$  which may optionally be substituted with hydroxy, cyano,  $\text{C}_{1-4}\text{alkyloxy}$ ,  $\text{C}_{1-4}\text{alkyloxyC}_{1-4}\text{alkyloxy}$ ,  $\text{NR}^6\text{R}^7$  or  $\text{C}(=\text{O})\text{NR}^6\text{R}^7$ ; cyano;  $\text{NR}^6\text{R}^7$ ;  $\text{C}(=\text{O})\text{NR}^6\text{R}^7$ ;  $-\text{S}(=\text{O})_{\text{n}1}-\text{R}^8$ ;  $\text{X}_2$  is direct bond;  $-\text{NR}^1-$ ;  $-\text{O}-(\text{CH}_2)_{\text{n}3}-$ ;  $-\text{C}(=\text{O})-$ ;  $-\text{C}(=\text{O})-\text{NR}^5-(\text{CH}_2)_{\text{n}3}-$ ; or  $-(\text{CH}_2)_{\text{n}3}-$ ;  $\text{R}^3$  is tetrazolyl; piperazinyl; imidazolyl; oxazolyl; pyrimidinyl; thiazolyl; triazolyl; pyridyl; piperidinyl, pyrazinyl; pyrazolyl or morpholinyl; said rings representing  $\text{R}^3$  may optionally be substituted with one substituent selected from  $\text{C}_{1-6}\text{alkyl}$ ;  $\text{NR}^6\text{R}^7$ ; hydroxy; halo; and in case  $\text{R}^3$  represents a saturated or a partially saturated ring system, said  $\text{R}^3$  may also be substituted with at least one oxo;  $\text{R}^4$  is hydrogen;  $\text{R}^6$  and  $\text{R}^7$  each independently represent hydrogen; cyano;  $\text{C}_{1-6}\text{alkylcarbonyl}$  optionally substituted with  $\text{C}_{1-4}\text{alkyloxy}$ ;  $\text{C}_{1-6}\text{alkyloxycarbonyl}$ ;  $\text{C}_{3-7}\text{cycloalkylcarbonyl}$ ; or  $\text{C}_{1-6}\text{alkyl}$ ;  $\text{R}^8$  represents  $\text{NR}^6\text{R}^7$ .

5. (Previously presented) A compound as claimed in claim 1 wherein the  $\text{R}^3$  substituent is linked to ring A in meta position compared to the  $\text{NR}^1$  linker.

6. (Previously presented) A compound as claimed in claim 1 wherein the  $R^3$  substituent is linked to ring A in para position compared to the  $NR^1$  linker.
7. (Previously presented) A compound as claimed in claim 1 wherein the  $R^3$  substituent is an optionally substituted saturated 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N.
8. (Previously presented) A compound as claimed in claim 1 wherein  $X_1$  represents a direct bond.
9. (Previously presented) A compound as claimed in claim 1 wherein  $R^2$  represents  $C_{3-7}$ cycloalkyl; phenyl; a 4, 5, 6- or 7-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N; benzoxazolyl or a radical of formula (a-1) wherein said  $R^2$  substituent is substituted with at least one substituent selected from  $C_{1-6}$ alkyl substituted with  $NR^6R^7$ ;  $C_{2-6}$ alkenyl or  $C_{2-6}$ alkynyl, each substituted with  $NR^6R^7$ ; polyhalo $C_{1-6}$ alkyl substituted with  $NR^6R^7$ ;  $C_{1-6}$ alkyloxy substituted with  $NR^6R^7$ ; polyhalo $C_{1-6}$ alkyloxy substituted with  $NR^6R^7$ ; or  $NR^6R^7$ .
10. (Previously presented) A compound as claimed in claim 1 wherein  $R^3$  represents a 5- or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, or a 9- or 10-membered bicyclic heterocycle containing at least one heteroatom selected from O, S or N, wherein said  $R^3$  substituent is substituted with at least one substituent selected from  $C_{1-6}$ alkyl substituted with  $NR^6R^7$ ;  $C_{2-6}$ alkenyl or  $C_{2-6}$ alkynyl, each substituted with  $NR^6R^7$ ;  $C_{1-6}$ alkyloxy substituted with  $NR^6R^7$ ; or  $NR^6R^7$ .
11. (Previously presented) A compound as claimed in claim 1 wherein  $R^2$  represents  $C_{3-7}$ cycloalkyl; phenyl; a 4, 5, 6- or 7-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N; benzoxazolyl or a radical of formula (a-1), wherein said  $R^2$  substituent is substituted with at least one substituent selected from halo; polyhalo $C_{1-6}$ alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkyloxy- $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,  $C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,  $-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ ; polyhalo- $C_{1-6}$ alkyloxy optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl,  $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkyloxy $C_{1-4}$ alkyloxy,  $C_{1-4}$ alkylcarbonyl,

$C_{1-4}$ alkyloxycarbonyl,  $C_{1-4}$ alkylcarbonyloxy,  $NR^6R^7$ ,  $-C(=O)-NR^6R^7$ ,  $-NR^5-C(=O)-NR^6R^7$ ,  $-S(=O)_{n1}-R^8$  or  $-NR^5-S(=O)_{n1}-R^8$ .

12. (Currently Amended) A compound as claimed in claim 1 wherein the compound is selected from

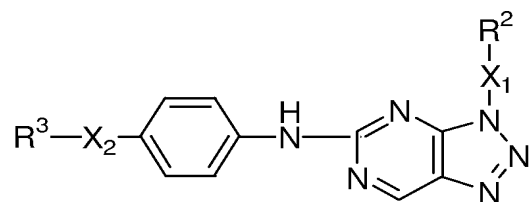


$X_1$	$R^2$	$X_2$	$R^3$
db		2-db	
db		2-db	
db		2-db	
db		2-db	
db		2-db	
db		3-db	
db		2-db	
db		3-NH	

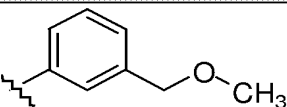
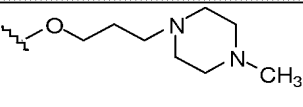
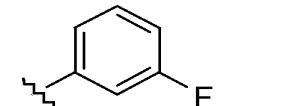
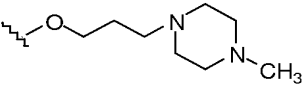
X <sub>1</sub>	R <sup>2</sup>	X <sub>2</sub>	R <sup>3</sup>
db		2-db	
db		3-db	

a *N*-oxide, a pharmaceutically acceptable addition salt, a quaternary amine **and or** a stereochemically isomeric form thereof.

13. (Currently Amended) A compound as claimed in claim 1 wherein the compound is selected from



X <sub>1</sub>	R <sup>2</sup>	-X <sub>2</sub> -R <sup>3</sup>
db		
db		
db		
db		
db		

X <sub>1</sub>	R <sup>2</sup>	-X <sub>2</sub> -R <sup>3</sup>
db		
db		

a *N*-oxide, a pharmaceutically acceptable addition salt, a quaternary amine **and or** a stereochemically isomeric form thereof.

14. (Previously presented) A pharmaceutical composition comprising a compound as claimed in claim 1 and a pharmaceutical excipient.

15. (Previously presented/Withdrawn) A method for the prevention or the treatment of diseases mediated through GSK3 comprising administering a therapeutically effective amount of a compound as defined in claim 1 to a patient for the prevention or the treatment of diseases mediated through GSK3.

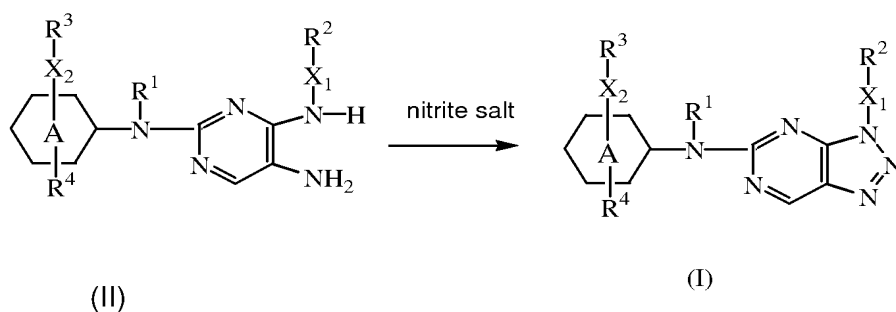
16. (Previously presented/Withdrawn) The method of claim 15 wherein the disease mediated through GSK3 is selected from the group consisting of bipolar disorder (in particular manic depression), diabetes, Alzheimer's disease, leukopenia, FTDP-17 (Fronto-temporal dementia associated with Parkinson's disease), cortico-basal degeneration, progressive supranuclear palsy, multiple system atrophy, Pick's disease, Niemann Pick's disease type C, Dementia Pugilistica, dementia with tangles only, dementia with tangles and calcification, Downs syndrome, myotonic dystrophy, Parkinsonism-dementia complex of Guam, aids related dementia, Postencephalic Parkinsonism, prion diseases with tangles, subacute sclerosing panencephalitis, frontal lobe degeneration (FLD), argyrophilic grains disease, subacute sclerotizing panencephalitis (SSPE) ( late complication of viral infections in the central nervous system), inflammatory diseases, depression, cancer, dermatological disorders, neuroprotection, schizophrenia, and pain.

17. (Previously presented/Withdrawn) The method of claim 16, wherein the GSK3 mediated disease is selected from the group consisting of Alzheimer's disease; diabetes; cancer; inflammatory diseases; bipolar disorder; depression; and pain.

18. (Previously presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and as active ingredient a therapeutically effective amount of a compound as claimed in claim 1.

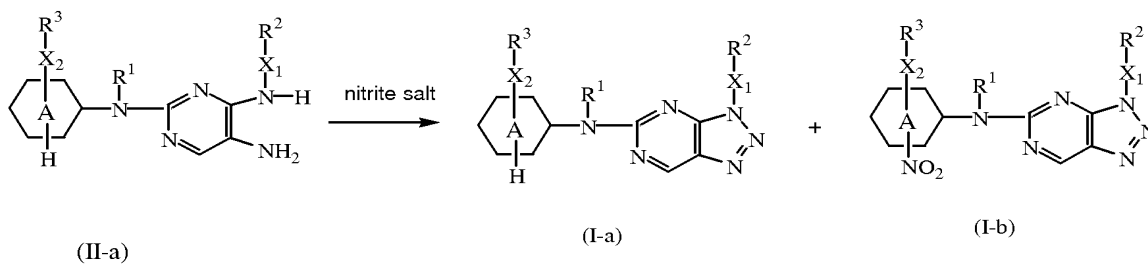
19. (Previously presented/Withdrawn) A process for preparing a pharmaceutical composition comprising mixing a compound as claimed in claim 1 with a pharmaceutically acceptable carrier.

20. (Currently Amended/Withdrawn) A process for preparing a compound as claimed in claim 1, comprising  
a) cyclizing an intermediate of formula (II) in the presence of a nitrite salt, a suitable solvent, and a suitable acid,



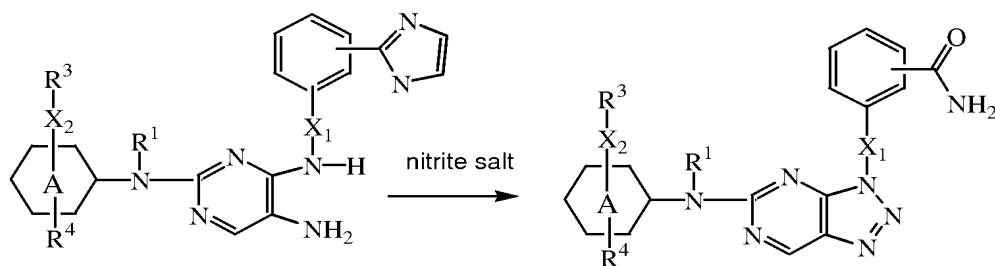
wherein ring A,  $R^1$  to  $R^4$ ,  $X_1$  and  $X_2$  are as defined in claim 1;

b) cyclizing an intermediate of formula (II-a) in the presence of a nitrite salt, a suitable solvent, and a suitable acid,



wherein ring A,  $R^1$  to  $R^3$ ,  $X_1$  and  $X_2$  are as defined in claim 1;

c) cyclizing an intermediate of formula (II-b) in the presence of a nitrite salt, a suitable solvent, and a suitable acid,

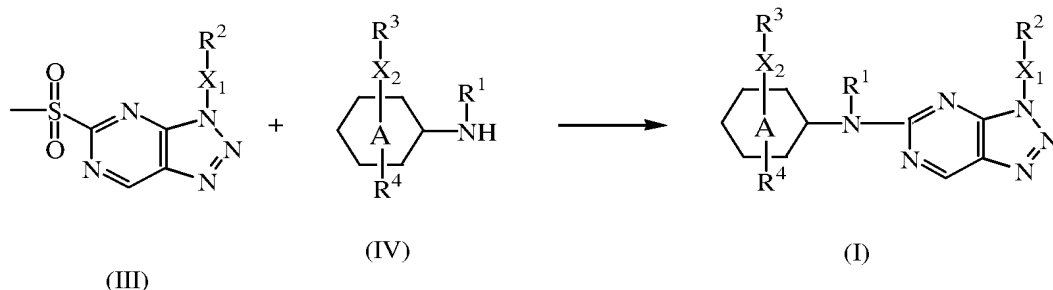


(II-b)

(I-c)

wherein ring A,  $R^1$ ,  $R^3$  and  $R^4$ ,  $X_1$  and  $X_2$  are as defined in claim 1;

d) reacting an intermediate of formula (III) with an intermediate of formula (IV) in the presence of a suitable solvent,



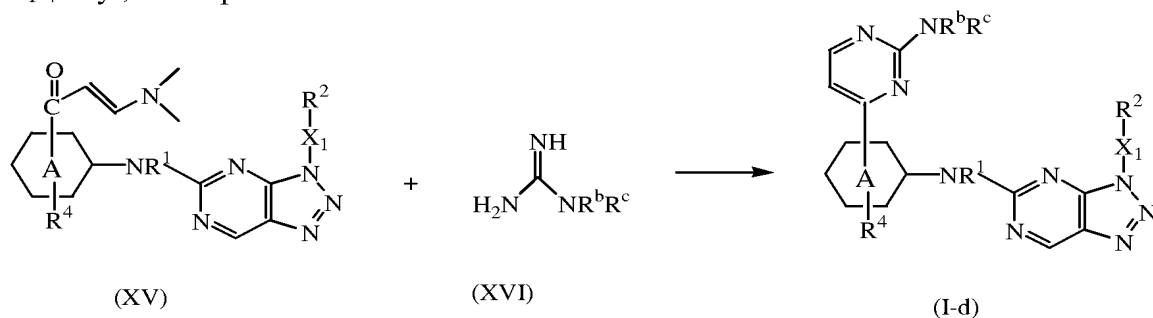
(III)

(IV)

(I)

wherein ring A,  $R^1$  to  $R^4$ ,  $X_1$  and  $X_2$  are as defined in claim 1;

e) reacting an intermediate of formula (XV) with an intermediate of formula (XVI), wherein  $R^b$  represents hydrogen,  $C_{1-4}$ alkyl or cyano, and  $R^c$  represents hydrogen or  $C_{1-4}$ alkyl, in the presence of a suitable solvent and a suitable salt



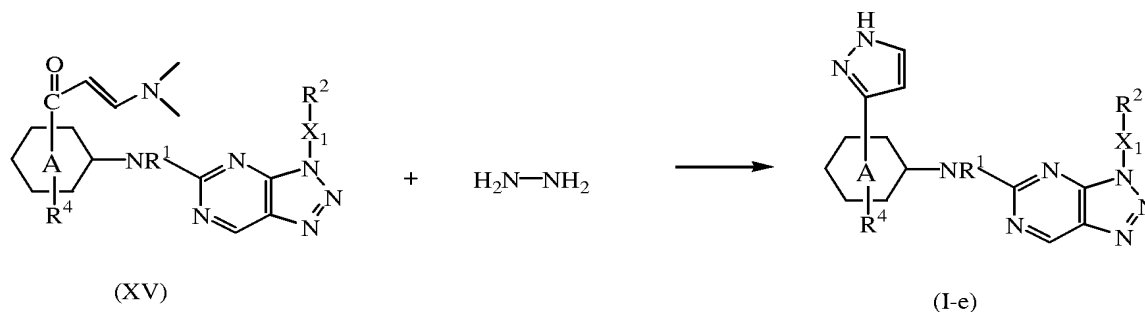
(XV)

(XVI)

(I-d)

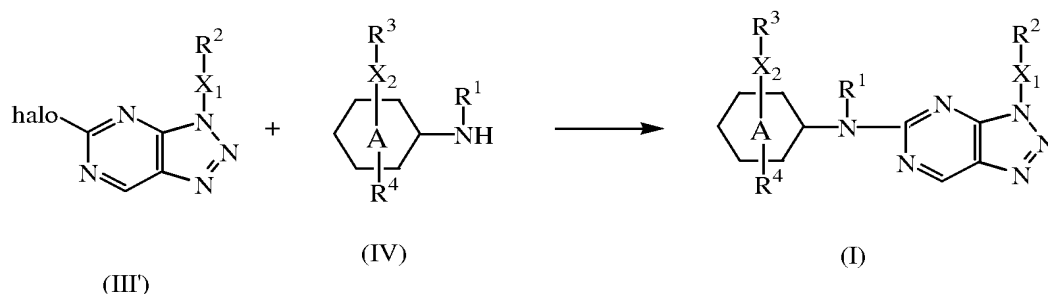
wherein ring A,  $R^1$ ,  $R^2$ ,  $R^4$  and  $X_1$  are as defined in claim 1;

f) reacting an intermediate of formula (XV) with hydrazine in the presence of a suitable solvent,



wherein ring A, R<sup>1</sup>, R<sup>2</sup>, R<sup>4</sup> and X<sub>1</sub> are as defined in claim 1;

g) reacting an intermediate of formula (III') with an intermediate of formula (IV) in the presence of a suitable solvent, and optionally in the presence of a suitable base,



wherein ring A, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, X<sub>1</sub> and X<sub>2</sub> are as defined in claim 1;

~~or, if desired,~~ and optionally converting compounds of formula (I) into each other following art-known transformations, and further, ~~if desired,~~ optionally converting the compounds of formula (I), into a therapeutically active non-toxic acid addition salt by treatment with an acid, or into a therapeutically active non-toxic base addition salt by treatment with a base, or conversely, converting the acid addition salt form into the free base by treatment with alkali, or converting the base addition salt into the free acid by treatment with acid; and, ~~if desired,~~ optionally preparing stereochemically isomeric forms, quaternary amines or *N*-oxide forms thereof.